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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**AMENDED STIPULATION BETWEEN RICHARD SHELDON, QUEEN'S COUNSEL,
AND THE FEE COMMITTEE REGARDING THE
FOURTH AND FIFTH INTERIM APPLICATIONS OF RICHARD SHELDON,
FOR ALLOWANCE OF INTERIM COMPENSATION AND EXPENSES
FOR THE PERIODS FROM OCTOBER 1, 2010 THROUGH MAY 31, 2011
AND JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on August 15, 2011, Richard Sheldon, Queen's Counsel ("Sheldon") filed the *Fourth Application of Richard Sheldon, Queen's Counsel, Special U.K. Counsel to Official Committee of Unsecured Creditors, for Interim Approval and Allowance of Compensation for Services Rendered and for Reimbursement of Expenses During the Period From October 1, 2010 Through and Including May 31, 2011* (the "Fourth Fee Application") [Docket No. 19270] seeking interim fees in the amount of \$136,285.76 for professional services rendered;

WHEREAS, on December 14, 2011, Sheldon filed the *Fifth Application of Richard Sheldon, Queen's Counsel, Special U.K. Counsel to Official Committee of Unsecured Creditors, for Interim Approval and Allowance of Compensation for Services Rendered and for Reimbursement of Expenses During the Period From June 1, 2011 through September 30, 2011* (the "Fifth Fee Application") [Docket No. 23415] seeking interim fees in the amount of \$74,756.40 for professional services rendered;

WHEREAS, Sheldon has received from the Debtors approximately 80 percent of the amounts invoiced to the Debtors for professional services rendered;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the "Fee Committee") has reviewed the Fourth and Fifth Fee Applications, issued Confidential Letter Reports on November 4, 2011 and February 17, 2012, and entered into a dialogue with Sheldon regarding the applicable currency exchange rates;

WHEREAS, as a result of this dialogue, Sheldon and the Fee Committee have agreed to a stipulated allowance of fees in the full amounts requested for professional services rendered in connection with the Fourth and Fifth Fee Applications based on exchange rates in effect on the date of each Fee Application; and

WHEREAS, notwithstanding this Amended Stipulation, the Fourth and Fifth Fee Applications remain subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

AMENDED STIPULATION

NOW, THEREFORE, the Fee Committee and Sheldon hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Sheldon's request for interim

compensation in the amount of \$138,175.90 on the Fourth Fee Application and \$71,489.98 on the Fifth Fee Application.

Dated: Milwaukee, Wisconsin
March 9, 2012.

GODFREY & KAHN, S.C.

By: /s/ Carla O. Andres
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